

VIRGINIA

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING
ELECTIONS, UNIT: VC-2399
(hereinafter "Subject Drilling Unit")

DOCKET NO. VGOB-97-05/20-0585

REPORT OF BOARDFINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on July 15, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirements of Section 7.C of the Virginia Gas and Oil Board Regulations, VR 480-05-22.2 by supplementing the Order previously issued by the Board for subject Docket on June 9, 1997, and recorded at Deed Book 463, Page 538 in the Office of the Clerk of the Circuit Court, Buchanan County, Virginia on June 13, 1997 (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interests in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, Section 45.1-361.1 et seq., Virginia Code, 1950, as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed Equitable Resources Energy Company, (herein the "Designated Operator"), to mail copies of the Board Order to all respondents whose interests, if any, were pooled by said Board Order;
 - (b) The designated operator filed its affidavit of mailing dated July 14, 1997, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;
 - (c) The Board Order required each Respondent whose interests, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated August 11, 1997, in accordance with Section 7.C of the Virginia Gas and Oil Board Regulations and VR 480-05-22.2 (herein "Affidavit of Election"), wherein it has, for each Respondent whose interests, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any, (iii) whether, by reason of failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;

(d) Current Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election, a copy of which is attached hereto as Exhibit B.

(e) Current Board standards requiring the escrow of funds and the board's agreement with its Escrow Agent, First Virginia Bank-Mt. Empire, Trust Department, P. O. Box 1038, Abingdon, Virginia 24212, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.

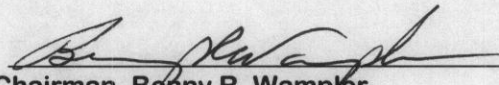
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2, above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Virginia Bank-Mt. Empire, Trust Department, P. O. Box 1038, Abingdon, Virginia 24212, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the board therefore.

4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that true and correct copy of this Order was sent to each person whose interest or claim is subject to escrow and whose address is known.

5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.

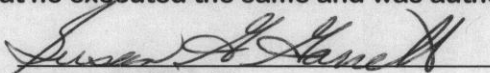
6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 13th day of November, 1997 by a majority of the Virginia Gas and Oil Board.


Chairman, Benny R. Wampler

STATE OF VIRGINIA }
COUNTY OF WISE }

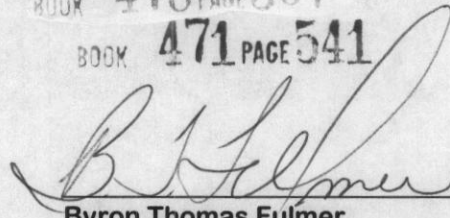
Acknowledged on this 13th day of November, 1997, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Susan G. Garrett
Notary Public

My Commission expires 7/31/98

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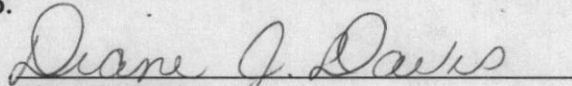


Byron Thomas Fulmer
Principal Executive to the Staff
Virginia Gas and Oil Board

11/13/97

STATE OF VIRGINIA }
COUNTY OF WASHINGTON }

Acknowledged on this 13th day of November, 1997,
personally before me a notary public in and for the Commonwealth of Virginia,
appeared Byron Thomas Fulmer, being duly sworn did depose and say that he is
Principal Executive to the Staff of the Virginia Gas and Oil Board, that he executed the
same and was authorized to do so.


Diane J. Davis
Notary Public

My commission expires: 9/30/2001

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE:

Application of Equitable Resources Energy Company, Eastern Region for Forced Pooling of Interests in Unit Number VC-2399, VGOB Docket No. VGOB-97/0520-0585 in the Hurricane Magisterial District of Buchanan County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of Wilhoit, & Kaiser, the Agent for the Designated Operator, with offices located at 155 Shelby Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on June 9, 1997, by the Virginia Gas and Oil Board regarding the captioned conventional Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on June 13, 1997.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

None.

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

None.

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims which are not subject to escrow:

None.

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

Tract 2	Garden Realty Corp. c/o Betty Boyd King Gas Lessee: Consolidated Coal Company	0.0250 Acres x \$5=\$0.13
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That pursuant to the provision of VR 480-05-22.27.C and VR 480-05-22.2.8, annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are not required in this matter pursuant to the terms of §§ 45.1-361.21.D, 45.1-361.22A.3 and 4.

Dated at Kingsport, Tennessee, this 11th day of August 1997.

James E. Kaiser

Affiant

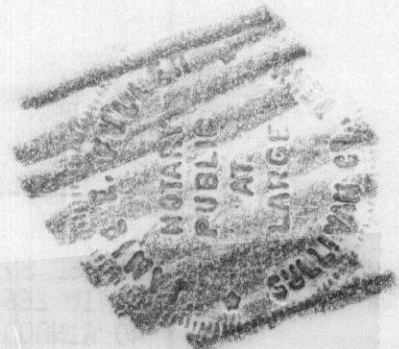
Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Resources Energy Company, a corporation, on behalf of the corporation, this 11th day of

August 1997.

My commission expires: 7-31-01

Jamie E. Fuller

Notary



VIRGINIA: In the Clerk's Office of the Circuit Court of Buchanan County. The foregoing instrument was this day presented in the office aforesaid and is, together with the certificate of acknowledgment annexed, admitted to record this 21st day of November, 1997.
 Deed Book No. 470 and Page No. 305 TESTE: James M. Bevins, Jr., Clerk
 Returned this date to; Abraham A. 24212 TESTE: Patricia A. Mel, Deputy Clerk

EXHIBIT "B"

BOOK

471 PAGE 545

VC-2399

VGOB-97/05/20-0585

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>	
<u>Gas Estate Only</u>						
1	Pittston Company c/o Pine Mountain Oil & Gas, Inc. 241490L Attn: Richard Brillhart P. O. Box 5100 Lebanon, VA 24226	Leased-EREC Tract T-815	99.910000%	58.7200	0.1248875	RI
	Equitable Resources Energy Company				0.8742125	WI
Tract 1 Totals			99.910000%	58.7200	0.99910000	
2	J. D. Nicewonder, Jr. and Lorraine Nicewonder, H/W 148-B Bristol E. Rd. Bristol, VA 24201	Leased-EREC 243957L	0.007500%	0.0042	0.00000938	RI
	Wilma N. Overbey, widow a/k/a Wilma Lois Nicewonder 213 N. Church St. Marion, VA 24354	Leased-EREC 243957L	0.030000%	0.0166	0.0000375	RI
	Donald Nicewonder and Etta Nicewonder, H/W 15314 Majestic Dr. Bristol, VA 24202	Leased-EREC 243957L	0.007500%	0.0042	0.00000938	RI
	Garden Realty Corp. c/o Betty Boyd King 2370 Lyndhurst Ave. Winston-Salem, NC 27103	Unleased-EREC Gas Lessee: Consolidated Coal Co. Attn: Claude Morgan P. O. Box 1289 Bluefield, VA 24605	0.045000%	0.0250	0.00005624	RI
	Equitable Resources Energy Company				0.00078750	WI
Tract 2 Totals			0.090000%	0.0500	0.00090000	
TOTAL GAS ESTATE			100.000000%	58.7700	1.00000000	

EXHIBIT "B"
VC-2399

VGOB-97/05/20-0585

BOOK 471 PAGE 546

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>	
<u>Coal Estate Only</u>						
1	Pittston Company c/o Clinchfield Coal Company Attn: Steve Smith P. O. Box 7 Dante, VA 24237	Leased-EREC 241490L Tract T-615	99.910000%	58.7200	0.1248875	RI
	Equitable Resources Energy Company				0.8742125	WI
Tract 1 Totals			99.910000%	58.7200	0.99910000	
2	J. D. Nicewonder, Jr. and Lorraine Nicewonder, H/W 148-B Bristol E. Rd. Bristol, VA 24201	Leased-EREC 243957L	0.007500%	0.0042	0.00000938	RI
	Wilma N. Overbey, widow a/k/a Wilma Lois Nicewonder 213 N. Church St. Marion, VA 24354	Leased-EREC 243957L	0.030000%	0.0186	0.0000375	RI
	Donald Nicewonder and Etta Nicewonder, H/W 15314 Majestic Bristol, VA 24202	Leased-EREC 243957L	0.007500%	0.0042	0.00000938	RI
	Garden Realty Corp. c/o Betty Boyd King 2370 Lyndhurst Ave. Winston-Salem, NC 27103	Unleased-EREC Coal Lessee: Consolidated Coal Co. Attn: Claude Morgan P. O. Box 1289 Bluefield, VA 24805	0.045000%	0.0250	0.00005624	RI
	Equitable Resources Energy Company				0.0007875	WI
Tract 2 Totals			0.090000%	0.0500	0.00090000	
TOTAL COAL ESTATE			100.000000%	58.7700	1.00000000	

This supplemental order is being re-recorded do to an error in the original filing excluding Exhibit B.

This filing is complete and includes all exhibits and supersedes the previous filing.

VIRGINIA: In the Clerk's Office of the Circuit Court of Buchanan County. The foregoing instrument was this day presented in the office aforesaid and is, together with the certificate of acknowledgment annexed, admitted to record this 9th day of January, 19 98 2:43 P. M.
 Deed Book No. 471 and Page No. 539 TESTE: James M. Bevins, Jr., Clerk
 Returned this date to: Dept. 7 Mrs. J. S. J. J. J. TESTE: July 5. J. J. J. Deputy Clerk